**THE BROOKER GROUP PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTES TO INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE-MONTH AND NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2023**

1. GENERAL INFORMATION

**1.1 General matter**

The Company was incorporated as a limited company under the Civil and Commercial Code on March 9, 1994, and changed its status to a Public Company Limited under the Public Company Limited Act on August 21, 2000. The address of the head office is 26th Fl., The Trendy Building, 10/190-193 Soi.Sukhumvit 13, Sukhumvit Road, Khaeng Klong Toey Nua, Khet Wattana, Bangkok. The Company operates in Thailand and the main business is business and financial consulting service, Investments lend money and investment in digital assets.

**1.2 Basis for preparation of interim financial statements**

These interim financial statements are prepared in accordance with Accounting Standards No. 34 “Interim Financial Reporting”, which the Company and its subsidiaries choose to present condensed interim financial statements. However, the Company and its subsidiaries have presented the statements of financial position, income, comprehensive income, changes in shareholders’ equity, and cash flows in the same format as that used for the annual financial statements. The interim financial statements provide the update information. They focus on new activities, events and circumstances to avoid repetition of information previously reported. Accordingly, these interim financial statements should be read in conjunction with the financial statements for the year ended 31 December 2022.

The interim consolidated financial statements include the financial statements of The Brooker Group Public Company Limited and its subsidiary companies after which the balances and significant intercompany transactions have been eliminated.

An English language version of the financial statements has been prepared from the statutory financial statements that were issued in Thai language. In case of conflict or difference in understanding, the financial statements in Thai language shall prevail.

The consolidated financial statements for the three-month and nine-month periods ended September 30, 2023, has included the financial statements of overseas subsidiaries (Brooker International Company Limited and Brooker Dunn Asset Advisory Limited). The financial statements for those subsidiaries reflect total assets as of September 30, 2023 amount of Baht 1,528.53 million, (equivalent to 51.95% of total assets in the consolidated financial statement), total liabilities amount of Baht 3.82 million (equivalent to 0.95% of total liabilities in the consolidated financial statement) and net profit(loss) for the three-month and nine-month periods then ended amounting Baht (88.37) million and Baht 14.42 million respectively, (equivalent to (105.01)% and 124.12% of net profit(loss) in the consolidated financial statement).

**1.3 Basis for preparation of interim financial statements**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users.

The management of the Company and its subsidiaries believes that adoption of these amendments will not have any significant impact on the Company and its subsidiaries financial statements.

1. **RELATED PARTY TRANSACTION**

|  |  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- | --- |
| Company’s name | Nature of business | Relationship | incorporation | shareholding | |
|  |  |  |  | September 30 | December 31 |
|  |  |  |  | 2023 | 2022 |
| SUBSIDIARY COMPANIES |  |  |  |  |  |
| Binswanger Brooker (Thailand) Limited | Real estate brokerage and consultancy | Shareholding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker Planner Co., Ltd  *(Shareheld by Brooker Corporate Advisory Co., Ltd.)* | Business consultant | Indirect shareholding and joint directors | Thailand | - | - |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | Shareholding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker Business Development Co.,Ltd. | Business consultant | Share holding and joint directors | Thailand | 99.99 | 99.99 |
| Brooker International Company Limited | Business consultant for overseas clients | Share holding and joint directors | Hong Kong | 100.00 | 100.00 |
| Brooker Dunn Asset Advisory Limited  (*Shareheld by Brooker International Company Limited*) | Fund Management of foreign investors outside Thailand | Indirect shareholding and joint directors | British Virgin Island | - | - |
| Arun Signal Company Limited  (*Shareheld by Brooker International Company Limited*) | Business Consultant, Research Information | Indirect shareholding and joint directors | British Virgin Island | - | - |

Enterprises that directly, or indirectly through one or more intermediaries control, or are under common control of the Company’s which have co-shareholders or co-directors are as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| RELATED COMPANIES |  |  |  |  |  |
| Brooker Sukhothai Fund | Foreign Fund | Joint directors | British Virgin Islands | - | - |
| Civetta Capital Co., Ltd. | Fund Management | Joint directors | Cayman Islands | - | - |
| M.C.L. Company Limited | Real estate, Renting | Joint directors | Thailand | - | - |
| M.C.L. Property Co., Ltd. | Real estate, Consultancy | Joint directors | Thailand | - | - |

**2.1 RELATED PARTY TRANSACTION**

During the periods, the Company had significant business transactions with its subsidiaries (which were eliminated in consolidation) and related companies (related by shareholding and/or common directors). Such transactions are summarized as follows:-

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | For the three-month period ended September 30 | | | | | For the nine-month  periods ended September 30 | | | | | Pricing policy |
|  | 2023 | | | 2022 | | 2023 | | | 2022 | |  | | | |
| **Consolidated Financial Statement** | | | |  | |  | | |  | |  | | | |
| **Related companies** |  | | |  | |  | | |  | |  | | | |
| Service income | 107 | | | 107 | | 320 | | | 320 | | At the rate determined under the contract | | | | | |
| Rental income | 46 | | | 46 | | 137 | | | 137 | | At the rate determined under the contract | | | | | |
| Others expense | 332 | | | 372 | | 1,014 | | | 470 | | At the rate determined under the contract | | | | | |
| **Separate Financial Statement** | | |  | |  | | |  | |  | | | |
| **Subsidiary companies** |  | |  | |  | | |  | |  | | | |
| Service income | 6,114 | | 6,114 | | 13,343 | | | 13,343 | | At the rate determined under the contract | | | | | |
| Rental income | 31 | | 31 | | 93 | | | 93 | | At the rate determined under the contract | | | | | |
| Others expense | - | | - | | 3,800 | | | - | | At the rate determined under the contract | | | | | |
| Interest income | 15,409 | | 17,734 | | 44,618 | | | 49,165 | | At the interest rate 3.50% per annum | | | | | |
| Interest expense | 210 | | 932 | | 582 | | | 1,334 | | At the interest rate 3.50% per annum | | | | | |

2.1.1 Management remuneration comprised of salary, bonus, life insurance premium, board of directors meeting allowance and directors compensation etc. for the nine-month periods ended September 30, 2023 and 2022 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Benefits – short-term | 49,689,158.63 |  | 36,772,541.00 |  | 48,831,128.63 |  | 36,772,541.00 |
| Benefits – after retirement | 1,175,355.00 |  | 1,092,573.00 |  | 1,175,355.00 |  | 1,092,573.00 |
| Total | 50,864,513.63 |  | 37,865,114.00 |  | 50,006,483.63 |  | 37,865,114.00 |

The outstanding balances of assets and liabilities with the subsidiary companies and related companies of the above transactions are separately shown in the statements of financial position as at September 30, 2023 and December 31, 2022 as follows:-

* 1. **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES**

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31, 2022 |
| **TRADE ACCOUNTS RECEIVABLE – RELATED PARTIES** | |  |  |  |
| **Subsidiary companies** |  |  |  |  |
| Brooker International Company Limited | - | - | 5,875,000.00 | 5,875,000.00 |
| Total | - | - | 5,875,000.00 | 5,875,000.00 |
| **Related companies** |  |  |  |  |
| Civetta Capital Co., Ltd. | 73,981.11 | - | 73,981.11 | - |
| Total amounts due from related parties | 73,981.11 | - | 5,948,981.11 | 5,875,000.00 |

The outstanding balance of trade accounts receivable – related parties are classified by aging as follows:-

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | |
|  | Consolidated Financial Statement | | | | Separate Financial Statement | | | |
|  | September 30, 2023 | | December 31, 2022 | | September 30, 2023 | | December 31, 2022 | |
| Current | - | - | | - | | 5,875,000.00 | |
| Overdue 30 days | 24,660.37 | - | | 5,899,660.37 | | - | |
| 31 - 60 days | 24,660.37 | - | | 24,660.37 | | - | |
| 61 - 90 days | 24,660.37 | - | | 24,660.37 | | - | |
| 91 - 180 days | - | - | | - | | - | |
| 181 - 365 days | - | - | | - | | - | |
| Over 365 days | - | - | | - | | - | |
| Trade accounts receivable – related parties - net | 73,981.11 | - | | 5,948,981.11 | | 5,875,000.00 | |

### **LOANS TO RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | |  | | POLICY | |
|  |  | Separate Financial Statement | | | | | | | |  | | ON | |
|  |  | December 31, 2022 |  | Increase |  | Decrease |  | September 30, 2023 |  | | LENDING COST | |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  | |  | |
| Brooker Corporate Advisory Co., Ltd. |  | 61,100,000.00 |  | 9,000,000.00 |  | (39,100,000.00) |  | 31,000,000.00 |  | | 3.50% p.a. | |
| Brooker Business Development Co., Ltd. |  | 72,800,000.00 |  | 37,456,149.19 |  | - |  | 110,256,149.19 |  | | 3.50% p.a. | |
| Brooker International Company Limited |  | 1,871,952,850.30 |  | - |  | (305,422,167.40) |  | 1,566,530,682.90 |  | | 3.50% p.a. | |
| **Total loans to subsidiary companies** |  | 2,005,852,850.30 |  | 46,456,149.19 |  | (344,522,167.40) |  | 1,707,786,832.09 |  | |  | |

* 1. **ACCOUNTS PAYABLE TRADE – RELATED PARTIES**

|  | BAHT | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31, 2022 |
| **ACCOUNTS PAYABLE TRADE – RELATED PARTIES** | |  |  |  |
| **Related companies** |  |  |  |  |
| Brooker International Company Limited | - | - | 2,000,000.00 | - |
| Total accounts payable trade-related parties | - | - | 2,000,000.00 | - |

* 1. **OTHER CURRENT PAYABLES – RELATED PARTIES**

|  |  | BAHT | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | September 30, 2023 |  | December 31, 2022 |  | September 30, 2023 |  | December 31, 2022 |
| **UNEARNED INCOME – RELATED PARTIES** |  |  |  |  |  |  |  |  |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |
| Brooker International Company Limited |  | - |  | - |  | 11,618,357.46 |  | 6,591,361.05 |
| Total Unearned income – related parties |  | - |  | - |  | 11,618,357.46 |  | 6,591,361.05 |
| Total other current payables – related parties |  | - |  | - |  | 11,618,357.46 |  | 6,591,361.05 |

### **2.6 LOANS FROM RELATED PARTIES**

|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |  | POLICY |
|  |  | Separate Financial Statement | | | | | | |  | ON |
|  |  | December 31, 2022 |  | Increase |  | Decrease |  | September 30, 2023 |  | BORROWING COST |
| **Subsidiary companies** |  |  |  |  |  |  |  |  |  |  |
| Brooker Planner Co., Ltd |  | 14,000,000.00 |  | - |  | - |  | 14,000,000.00 |  | 3.50% p.a. |
| Binswanger Brooker (Thailand) Limited |  | 11,000,000.00 |  | - |  | - |  | 11,000,000.00 |  | 3.50% p.a. |
| **Total loans from subsidiary companies** |  | 25,000,000.00 |  | - |  | - |  | 25,000,000.00 |  |  |

1. **CASH AND CASH EQUIVALENTS**

As at September 30, 2023 and December 31, 2022, cash and cash equivalents are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | September 30, 2023 |  | December 31, 2022 |  | September 30, 2023 |  | December 31, 2022 |
| Cash |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |  | 25,000.00 |
| Current and saving account deposits |  | 156,099,298.67 |  | 193,777,583.52 |  | 34,096,230.96 |  | 58,105,055.63 |
| Total cash and cash equivalents |  | 156,124,298.67 |  | 193,802,583.52 |  | 34,121,230.96 |  | 58,130,055.63 |

**4. TRADE ACCOUNTS RECEIVABLE – NON-RELATED PARTIES**

As at September 30, 2023 and December 31, 2022, the outstanding balance of trade accounts receivable are classified by aging as follows :-

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31,2022 |
|  | |  |  |  |
| Current | 3,821,412.00 | 19,128,880.58 | - | - |
| Overdue 30 days | 3,704,440.40 | 9,610,561.41 | - | 2,942,500.00 |
| 31 - 60 days | - | - | - | - |
| 61 - 90 days | 2,942,500.00 | - | 2,942,500.00 | - |
| 91 - 180 days | 3,269,793.02 | 11,437,545.23 | 2,942,500.00 | 2,140,000.00 |
| 181 - 365 days | 9,288,373.16 | 29,556,808.34 | 2,942,500.00 | - |
| Over 365 days | 57,581,172.27 | 59,095,792.86 | 32,675,792.86 | 59,095,792.86 |
| Total | 80,607,690.85 | 128,829,588.42 | 41,503,292.86 | 64,178,292.86 |

**5. OTHER CURRENT RECEIVABLES – NON-RELATED PARTIES**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31, 2022 |
| Account Receivable Other | 22,928.47 | 21,666.52 | - | - |
| Unbilled Receivable | 22,150,730.24 | 3,642,444.95 | 22,082,328.78 | 3,577,808.22 |
| Advance Payment \* | 136,174,635.29 | 296,765,999.72 | 4,500.00 | 19,290.00 |
| Prepaid Expenses | 1,994,760.62 | 1,623,501.56 | 1,945,832.95 | 1,621,581.25 |
| Total other current receivable- non-related parties | 160,343,054.62 | 302,053,612.75 | 24,032,661.73 | 5,218,679.47 |

\* During 2022 an overseas subsidiary made an advance payment for the token contract amounting to 10.92 million baht. Later such subsidiary has transferred inventories (digital assets) in the amount of approximately 473.13 million baht to exchange with other digital assets and has gradually received the other digital assets in the amount of 354.85 million baht, the remaining balance that has not been received, which is shown in the advance payment account in the amount of 118.28 million baht.

\* During 2022 a local subsidiary, having remaining balance of advance payment for the mining machines amounting to 6.97 million baht. Currently it is in the process of court.

### **DIGITAL ASSET INVENTORY - NET**

As of September 30, 2023, the Company and its subsidiaries' digital asset inventories amounted to 614.00 million baht (equivalent to $16.87 million), with a fair market value of approximately 617.08 million baht (equivalent to approximately $16.96 million). The Company recorded accumulated loss on reduced value of inventory amounted to 782.46 million baht (equivalent to of $21.50 million).

The digital assets inventory transactions for the nine-month periods ended September 30, 2023 and December 31, 2022, are as follow;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | September 30, 2023 |  | December 31, 2022 |  | September 30, 2023 |  | December 31, 2022 |
| As at January 1, 2023 - Net |  | 389,873,419.69 |  | 986,845,781.82 |  | 291,640.82 |  | 102,534.16 |
| Increased by buying digital assets |  | - |  | - |  | - |  | - |
| Increase(decrease) from digital assets exchange-net |  | 166,613,979.03 |  | 146,353,645.53 |  | 4,382.95 |  | 299,835.87 |
| Reduced from transferring digital assets to - exchange with other digital assets |  | - |  | (279,429,319.72) |  | - |  | - |
| Less Loss on reduced value |  | 33,706,034.81 |  | (506,717,505.91) |  | (17,424.52) |  | (110,729.21) |
|  |  |  |  |  |  |  |  |  |
| Less Loss difference from translation of financial statements |  | 23,806,420.11 |  | 42,820,817.97 |  | - |  | - |
| As of September 30, 2023 - Net |  | 613,999,853.64 |  | 389,873,419.69 |  | 278,599.25 |  | 291,640.82 |

### **LOANS TO OTHERS PERSON AND OTHER PARTIES**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | September 30, 2023 |  | December 31, 2022 |  | September 30, 2023 |  | December 31, 2022 |
| Other persons non-related |  | 101,240,000.00 |  | 81,240,000.00 |  | 101,240,000.00 |  | 81,240,000.00 |
| Eastern Power Group Plc. |  | 60,000,000.00 |  | - |  | 60,000,000.00 |  | - |
| Moonshot Venture Capital Co., Ltd. |  | 50,000,000.00 |  | - |  | 50,000,000.00 |  | - |
| Ban Chang Water Development Co., Ltd. |  | 130,000,000.00 |  | 130,000,000.00 |  | 130,000,000.00 |  | 130,000,000.00 |
| Kingdom Property company limited |  | 4,908,000.00 |  | 4,908,000.00 |  | 4,908,000.00 |  | 4,908,000.00 |
| Total |  | 346,148,000.00 |  | 216,148,000.00 |  | 346,148,000.00 |  | 216,148,000.00 |
| Less : Allowance for doubtful accounts |  | (43,148,000.00) |  | (43,148,000.00) |  | (43,148,000.00) |  | (43,148,000.00) |
| Total loans to others person and company |  | 303,000,000.00 |  | 173,000,000.00 |  | 303,000,000.00 |  | 173,000,000.00 |

The transactions of loans to others person and company during the period ended September 30, 2023, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | |  | | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | |  | | ON LENDING | |
|  |  | December 31, 2022 | |  | | Increase |  | Decrease |  | September 30, 2023 |  | | COST | |
| Other persons non-related |  | 81,240,000.00 |  | | 20,000,000.00 | |  | - |  | 101,240,000.00 |  | | 12.00-15.00% p.a. | |
| Eastern Power Group Plc. |  | - |  | | 60,000,000.00 | |  | - |  | 60,000,000.00 |  | | 14.00% p.a. | |
| Moonshot Venture Capital Co., Ltd. |  | - |  | | 50,000,000.00 | |  | - |  | 50,000,000.00 |  | | 14.00% p.a. | |
| Begistics Public Company Limited |  | - |  | | 75,000,000.00 | |  | (75,000,000.00) |  | - |  | | 7.50% p.a. | |
| Ban Chang Water Development Co., Ltd. |  | 130,000,000.00 |  | | - | |  | - |  | 130,000,000.00 |  | | 15.00% p.a. | |
| Kingdom Property Company Limited |  | 4,908,000.00 |  | | - | |  | - |  | 4,908,000.00 |  | | 10.00% p.a. | |
| Total |  | 216,148,000.00 |  | | 205,000,000.00 | |  | (75,000,000.00) |  | 346,148,000.00 |  | |  | |
| Less : Allowance for doubtful accounts |  | (43,148,000.00) |  | | - | |  | - |  | (43,148,000.00) |  | |  | |
| Total loans to others person and companies |  | 173,000,000.00 |  | | 205,000,000.00 | |  | (75,000,000.00) |  | 303,000,000.00 |  | |  | |

\* The Company set up an allowance for doubtful accounts for a loan to Kingdom Property Co., Ltd. in the amount of 4.908 million baht and a loan to an unrelated person in the amount of 38.24 million baht. The other loan balance, the management has considered the borrower's financial status and the collateral placed with the Company and believed that it will be paid in full. Therefore, the Company has not set up an additional allowance for doubtful accounts.

1. **OTHER CURRENT FINANCIAL ASSETS**

As at September 30, 2023 and December 31, 2022, other current financial assets are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | | | | | | | | |
|  | September 30, 2023 | | | | | | |  | | | December 31, 2022 | | | | | | | | | |
|  | Cost |  | Fair Value |  | Unrealized Gain (Loss) |  | | | Cost | | |  | | Fair Value | |  | | Unrealized Gain (Loss) | |
| **8.1 The Company** |  |  |  |  |  |  | | |  | | |  | |  | |  | |  | |
| Investment in |  |  |  |  |  |  | | |  | | |  | |  | |  | |  | |
| - Trading securities | 383,840,328.64 |  | 106,714,720.10 |  | (277,125,608.54) |  | | | 356,013,363.62 | | |  | | 108,176,650.72 | |  | | (247,836,712.90) | |
| **8.2 Subsidiary Company** |  |  |  |  |  |  | | |  | | |  | |  | |  | |  | |
| Investment in |  |  |  |  |  |  | | |  | | |  | |  | |  | |  | |
| |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | - Trading securities |  |  |  |  |  |  |  |  |  |  |  | | 60,748,704.16 |  | 32,134,574.52 |  | (28,614,129.64) |  | | | 52,512,776.14 | | |  | | 38,127,998.96 | |  | | (14,384,777.18) | |
| - Fund | 382,499,278.26 |  | 630,223,973.70 |  | 247,724,695.44 |  | | | 722,590,313.51 | | |  | | 989,100,996.06 | |  | | 266,510,682.55 | |
| Total subsidiary | 443,247,982.42 |  | 662,358,548.22 |  | 219,110,565.80 | |  | | | 775,103,089.65 | | |  | | 1,027,228,995.02 | |  | | 252,125,905.37 | | |
| Total other current financial assets | 827,088,311.06 |  | 769,073,268.32 |  | (58,015,042.74) |  | | | 1,131,116,453.27 | | |  | | 1,135,405,645.74 | |  | | 4,289,192.47 | |

**8.3** The acquisitions and disposals of trading securities during the period ended September 30, 2023 and December 31, 2022 is as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | |
|  | Consolidated Financial Statement | | | | |  | | Separate Financial Statement | | | | | |
|  | September 30, 2023 |  | | December 31, 2022 | |  | | September 30, 2023 | |  | | December 31, 2022 | | |
| Book value as at January 1 – net | 1,135,405,645.74 |  | 1,142,763,445.38 | |  | | 108,176,650.72 | |  | | 338,379,825.75 | | | |
| Acquisition | 153,306,571.78 |  | 405,788,487.57 | |  | | 101,397,363.76 | |  | | 7,420,235.40 | | | |
| Disposal | (498,029,162.96) |  | (301,060,605.11) | |  | | (73,570,398.74) | |  | | (187,536,046.00) | | | |
| Less Loss difference from translation of financial statements | 40,694,448.97 |  | 26,836,378.29 | |  | | - | |  | | - | | | |
| Unrealized gain (loss) in trading securities | (62,304,235.21) |  | (138,922,060.39) | |  | | (29,288,895.64) | |  | | (50,087,364.43) | | | |
| Book value as at September 30 – net | 769,073,268.32 |  | 1,135,405,645.74 | |  | | 106,714,720.10 | |  | | 108,176,650.72 | | | |

**8.4** The transactions of unrealized gain (loss) on trading securities during the nine-month period ended September 30, 2023 is as follow;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | For the nine-month period ended September 30, 2023 | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| Beginning balance |  | 4,289,192.47 |  | (247,836,712.90) |
| Transactions during the period |  | (62,304,235.21) |  | (29,288,895.64) |
| Ending balance |  | (58,015,042.74) |  | (277,125,608.54) |

**9. INVESTMENTS IN SUBSIDIARY COMPANIES**

As at September 30, 2023 and December 31, 2022, the Company's investments in its subsidiary companies are as follows:-

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | |  | | |  | | |  | | |  | | | Investments (Unit : Thousand Baht) | | | | | | | | | | | | | | | | | | |
|  |  |  | |  | | | |  | | |  | |  | | | | | |  | | | | | | Allowance for | | | | | | |
|  |  |  | |  | | | |  | | |  | |  | | | | | |  | | | | | | Impairment of | | | | | | |
|  |  | Paid-up share capital | | | | | Shareholding | | | | | | Cost Method | | | | | Net book value | | | | | | Subsidiaries investment | | | | | | |
|  | Type of | September 30 | | | December 31 | | September 30 | | | December 31 | | | September 30 | | | December 31 | | | September 30 | | December 31 | | | | September 30 | | | December 31 | | | |
| Name of company | business | 2023 | | | 2022 | | 2023 | | | 2022 | | | 2023 | | | 2022 | | | 2023 | | 2022 | | | | 2023 | | | 2022 | | | |
|  |  | (Baht) | | | (Baht) | | % | | | % | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Binswanger Brooker (Thailand) Limited | Real estate brokerage and consultancy | 22.87 mil | | | 22.87 mil | | 99.99 | | | 99.99 | | | 9,222 | | | 9,222 | | | 12,448 | | 12,295 | | | | (9,222) | | | (9,222) | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Corporate Advisory Co., Ltd. | Business consultant | 71.02 mil | | | 31.02 mil | | 99.99 | | | 99.99 | | | 71,011 | | | 31,011 | | | 12,501 | | (14,450) | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker Business Development Co., Ltd. | Business consultant | 2.00 mil | | | 2.00 mil | | 99.99 | | | 99.99 | | | 2,000 | | | 2,000 | | | (70,330) | | (52,851) | | | | (2,000) | | | (2,000) | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Brooker International Co., Ltd. | Business consultant for foreign clients | US Dollar 5,600,000 | | | US Dollar 5,600,000 | | 100.00 | | | 100.00 | | | 190,033 | | | 190,033 | | | (47,289) | | (10,770) | | | | - | | | - | | | |
|  |  |  | | |  | |  | | |  | | |  | | |  | | |  | |  | | | |  | | |  | | | |
| Investment in subsidiaries | | | | |  | |  | | |  | | | 272,266 | | | 232,266 | | | (92,670) | | (65,776) | | | | (11,222) | | | (11,222) | | | |
| Less : Allowance for Impairment | | | | |  | |  | | |  | | | | (11,222) | | | (11,222) | | |  | |  | | | |  | | | |  | | |
| Net Investments in subsidiary companies - The Company Only | | | | | | |  | | |  | | | | 261,044 | | | 221,044 | | |  | | |  | | | |  | |

**10. OTHER NON-CURRENT FINANCIAL ASSETS**

As at September 30, 2023 and December 31, 2022, the Company has other non-current financial assets as follows;

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | |  | BAHT | |
|  |  | Consolidated Financial Statement | |  | Separate Financial Statement | |
|  |  | September 30 | December 31 |  | September 30 | December 31 |
| **Non-marketable equity securities** | Type of business | 2023 | 2022 |  | 2023 | 2022 |
| **Other parties** |  |  |  |  |  |  |
| Advance Finance Plc. | Finance | 185,000,000.00 | 185,000,000.00 |  | 185,000,000.00 | 185,000,000.00 |
| The Megawatt Co., Ltd. | Energy | - | 20,000,000.00 |  | - | 20,000,000.00 |
| Varuna (Thailand) Co., Ltd. \* | Start up | 100,000,000.00 | - |  | 100,000,000.00 | - |
| Total -other parties |  | 285,000,000.00 | 205,000,000.00 |  | 285,000,000.00 | 205,000,000.00 |
| **Related parties** |
| Civetta Capital Co., Ltd. | Fund Management | 620.16 | 586.03 |  | - | - |
| Total -related parties |  | 620.16 | 586.03 |  | - | - |
| **Total other non-current financial assets** | | 285,000,620.16 | 205,000,586.03 |  | 285,000,000.00 | 205,000,000.00 |

**\*** During Q2/2023, the Company invested in ordinary shares of Varuna (Thailand) Co., Ltd., which is a company in the group of listed companies in the proportion of 7.25 percent of the paid-up capital. Such company is a startup business. with the objective of operating a carbon credit brokerage business.

1. **LOAN TO OTHERS – LONG TERM**

As at September 30, 2023 and December 31, 2022, the Company has loan to others – long term as follows;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | BAHT | | | | | |
|  | |  | Consolidated Financial Statement and  Separate Financial Statement | | | | | |
|  | |  | September 30, 2023 | |  | December 31, 2022 | | |
| Loan to other – long term | |  | 580,000,000.00 | |  | 580,000,000.00 | | |
| Provision increase (decrease) during the year | |  | (188,500,000.00) | |  | (188,500,000.00) | | |
| Total Loan to other – long term | |  | 391,500,000.00 | |  | 391,500,000.00 | | |
|  | | |  | | |  |  | |

The transactions of loans to others – long term during the period ended September 30, 2023, are as follow;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | | | | | |  | | POLICY | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |  | | ON | |
|  |  | December 31, 2022 |  | Increase |  | | Decrease | |  | September 30, 2023 | |  | | LENDING COST | | |
|  |  |  |  |  | |  | |  | |  |  | | |  | |  |
| Other persons non-related |  | 580,000,000.00 |  | - | |  | | - | |  | 580,000,000.00 | | |  | | 3.00% p.a. |
| Total |  | 580,000,000.00 |  | - | |  | | - | |  | 580,000,000.00 | | |  | |  |
| Less : Allowance for doubtful accounts |  | (188,500,000.00) |  | - | |  | | - | |  | (188,500,000.00) | | |  | |  |
| Total loans to others – long term |  | 391,500,000.00 |  | - | |  | | - | |  | 391,500,000.00 | | |  | |  |

\* The Company has set up an allowance for doubtful accounts for long-term loans to unrelated persons in the amount of 188.50 million baht. The rest, the management has considered the borrower's financial status and the collateral placed with the company and believed that it will be paid in full. Therefore, the Company has not set up an additional allowance for doubtful accounts.

1. **INVESTMENT PROPERTY, NET**

The movement of investment property for the nine-month period ended September 30, 2023 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 8,803,554.00 |  | 8,803,554.00 |
| Property, increase (decrease) |  | - |  | - |
| At September 30, 2023 |  | 8,803,554.00 |  | 8,803,554.00 |
| **Accumulated Depreciation** |  |  |  |  |
| At December 31, 2022 |  | 3,193,398.49 |  | 3,193,398.49 |
| Increase (decrease) |  | 329,228.77 |  | 329,228.77 |
| At September 30, 2023 |  | 3,522,627.26 |  | 3,522,627.26 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 5,610,155.51 |  | 5,610,155.51 |
| Balance as of September 30, 2023 |  | 5,280,926.74 |  | 5,280,926.74 |

On September 30, 2015, The Company received a transfer of 2 condominium units valued at approximately Baht 8.8 million. The assets were recorded as “Investment Property.” The fair value of the condominium units, which is the market price Baht 12.91 million according to an independent valuator dated December 13, 2022.

**13. PROPERTY AND EQUIPMENT, NET**

The movement of property, and equipment for the nine-month period ended September 30, 2023 was as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 148,164,549.05 |  | 93,238,021.89 |
| Additions |  | 1,942,761.02 |  | 1,942,761.02 |
| Disposals/written-off |  | - |  | - |
| At September 30, 2023 |  | 150,107,310.07 |  | 95,180,782.91 |
| **Accumulated depreciation** |  |  |  |  |
| At December 31, 2022 |  | 76,515,994.07 |  | 60,944,524.53 |
| Depreciation |  | 18,127,585.82 |  | 4,477,059.31 |
| Disposals/written-off |  | - |  | - |
| At September 30, 2023 |  | 94,643,579.89 |  | 65,421,583.84 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 71,648,554.98 |  | 32,293,497.36 |
| Balance as of September 30, 2023 |  | 55,463,730.18 |  | 29,759,199.07 |

In 2021, the Company has invested in the Digital Assets Mining Business, “Mining”, which is new and fluctuates and subject to other uncontrollable variables. Therefore, the Group’s management of the Company considered it the investment for education to be provided to the clients in relation to the advisory for mining, which enhances the opportunities to create revenue for the Group. A subsidiary has invested in computer systems related to digital asset networks in the amount of not more than 70 million baht.

As of September 30, 2023 investment value in related net assets with mining business amounting to 25.70 million baht.

However, the Group's management believes that the expected value of the assets in the mining study investment project will be higher than the net assets related to the mining transaction and no impairment.

1. **RIGHT OF USE ASSETS, NET**

As at September 30, 2023 and December 31, 2022, the Company has right of use assets as follows;

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | BAHT | | |
|  |  | Consolidated Financial Statement |  | Separate Financial Statement |
| **Cost** |  |  |  |  |
| At December 31, 2022 |  | 2,379,248.92 |  | 2,379,248.92 |
| increase (decrease) |  | - |  | - |
| At September 30, 2023 |  | 2,379,248.92 |  | 2,379,248.92 |
| **Accumulated Depreciation** |  |  |  |  |
| At December 31, 2022 |  | 332,139.67 |  | 332,139.67 |
| Increase (decrease) |  | 592,641.37 |  | 592,641.37 |
| At September 30, 2023 |  | 924,781.04 |  | 924,781.04 |
| **Net book value** |  |  |  |  |
| Balance as of December 31, 2022 |  | 2,047,109.25 |  | 2,047,109.25 |
| Balance as of September 30, 2023 |  | 1,454,467.88 |  | 1,454,467.88 |

**15. CORPORATE INCOME TAX**

In accordance with taxable conditions on Thailand’s revenue code, the Company and its subsidiaries has calculated its net taxable profit (loss) by taking both any forbidding expenditures and any reduced or exceptionable accounting transactions to adding - up or deducting from net profit (loss) under accounting base.

The corporate income tax rate being used in the years 2023 and 2022 are 20%. Interim corporate income tax was calculated on profit before income tax for the period, using the tax rate 20 percent for the year.

15.1 Income tax expenses for the nine-month periods ended September 30, 2023 and 2022 are made up as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| **Current income tax :** |  |  |  |  |  |  |  |  |
| Interim corporate income tax charge |  | 13,349,455.05 |  | 81,415,153.46 |  | 13,349,455.05 |  | 81,415,153.46 |
| Deferred tax : |  |  |  |  |  |  |  |  |
| Relating to origination and reversal |  |  |  |  |  |  |  |  |
| of temporary differences |  | 1,657,257.94 |  | (30,881,216.49) |  | 4,334,426.83 |  | (28,055,174.77) |
| Effects to deferred tax from change |  |  |  |  |  |  |  |  |
| of income tax rates |  | - |  | - |  | - |  | - |
| Income tax expense reported in  the statements of  comprehensive income |  | 15,006,712.99 |  | 50,533,936.97 |  | 17,683,881.88 |  | 53,359,978.69 |

15.2 The reconciliation of the income tax expense and the result of the multiplying of the accounting profit with tax rate for the nine-month period ended September 30, 2023 and 2022 are presented as the following:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Accounting profit before corporate income tax | 2,947,783.39 |  | (166,534,447.40) |  | 75,112,450.76 |  | 242,919,526.93 |
| Corporate income tax rates | 20% |  | 20% |  | 20% |  | 20% |
| Accounting profit before corporate income tax |  |  |  |  |  |  |  |
| Multiply by tax rates | 589,556.67 |  | (33,306,889.48) |  | 15,022,490.15 |  | 48,583,905.39 |
| Effects to deferred tax from change of income tax rates | 1,657,257.94 |  | (30,881,216.49) |  | 4,334,426.83 |  | (28,055,174.77) |
| Income tax effects that is nondeductible in |  |  |  |  |  |  |  |
| calculation of profit: |  |  |  |  |  |  |  |
| - Revenue exempted in tax calculation | (11,804,550.03) |  | (1,112,249.14) |  | (11,804,550.03) |  | (898,915.81) |
| - Nondeductible expenses | 20,586,852.12 |  | 110,695,060.78 |  | 10,131,514.93 |  | 33,730,163.88 |
| - Tax loss | 3,977,596.29 |  | 5,139,231.30 |  | - |  | - |
| Income tax expense presented in the Statement |  |  |  |  |  |  |  |
| of Income | 15,006,712.99 |  | 50,533,936.97 |  | 17,683,881.88 |  | 53,359,978.69 |

15.3 Components of deferred tax assets and deferred tax liabilities comprised of the following items:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | September 30, 2023 |  | December 31,2022 |  | September 30, 2023 |  | December 31,2022 |
| Deferred tax assets |  |  |  |  |  |  |  |
| Allowance for doubtful accounts – Trade receivables | - |  | - |  | - |  | - |
| Allowance for doubtful accounts – Account receivable - Other | 5,722,191.78 |  | 5,722,191.78 |  | 5,722,191.78 |  | 5,722,191.78 |
| Allowance for impairment of investments | 21,347,514.72 |  | 21,347,514.72 |  | 21,060,394.00 |  | 21,060,394.00 |
| Investment in marketable securities | 10,535,467.90 |  | 12,604,513.24 |  | 2,595,197.20 |  | 7,510,113.03 |
| Allowance for doubtful accounts – Loans to others | 46,329,600.00 |  | 46,329,600.00 |  | 46,329,600.00 |  | 46,329,600.00 |
| Employee benefit obligations | 7,051,241.00 |  | 6,639,453.60 |  | 6,834,465.00 |  | 6,253,976.00 |
| Benefits from accumulated tax loss | - |  | - |  | - |  | - |
| Total | 90,986,015.40 |  | 92,643,273.34 |  | 82,541,847.98 |  | 86,876,274.81 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Deferred tax liabilities |  |  |  |  |  |  |  |
| Investment in marketable securities | - |  | - |  | - |  | - |
| Total | - |  | - |  | - |  | - |

1. **SHORT TERM LOAN FROM FINANCIAL INSTITUTE**

Short term loan from financial institute as at September 30, 2023 and December 31, 2022 was as follows:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | BAHT | | | | | | |
|  |  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  |  | September 30, 2023 |  | December 31, 2022 |  | September 30, 2023 |  | December 31, 2022 |
| A Financial Institute |  | 310,000,000.00 |  | 360,000,000.00 |  | 310,000,000.00 |  | 360,000,000.00 |
| Total Short-term loan from Financial Institute |  | 310,000,000.00 |  | 360,000,000.00 |  | 310,000,000.00 |  | 360,000,000.00 |

The Company received credit facilities from a financial institute amounting totally Baht 500 million with no collateral by issuing promissory notes for a period of one year. Interest rate is based on the local Money Market Rate

**17.** **ACCOUNTS PAYABLE TRADE – NON-RELATED PARTIES**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | BAHT | | | |
|  | Consolidated Financial Statement | | Separate Financial Statement | |
|  | September 30, 2023 | December 31, 2022 | September 30, 2023 | December 31, 2022 | |
| Simpson Financial Limited | 565,314.03 | 534,699.31 | - | - | |
| Total accounts payable trade–non-related parties | 565,314.03 | 534,699.31 | - | - | |

**18. ACCOUNTS PAYABLE OTHER – NON-RELATED PARTIES**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | | BAHT | | | |
|  | Consolidated Financial Statement | | | Separate Financial Statement | | |
| **NON-RELATED PARTIES** | | September 30, 2023 | | December 31, 2022 | September 30, 2023 | December 31, 2022 | |
|  | |  | |  |  |  | |
| Accounts payable other | | 2,586,209.77 | | 1,022,432.28 | 2,586,209.77 | 1,022,432.28 | |
| Unearned income | | 4,294,269.91 | | 118,385.10 | 4,294,269.91 | 118,385.10 | |
| Accrued Expenses | | 25,930,222.08 | | 25,747,558.13 | 22,482,522.27 | 11,902,169.05 | |
| Total accounts payable other–non related parties | | 32,810,701.76 | | 26,888,375.51 | 29,363,001.95 | 13,042,986.43 | |

**19. LIABILITIES – FINANCIAL LEASE CONTRACT**

The Company has lease payables. comprising 1 contract for building lease agreements for use in business operations the rent is scheduled to be paid monthly between 36 installments.

Lease liabilities as at September 30, 2023 and December 31, 2022 consist of:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Baht | | |
|  | Consolidated Financial Statement |  | Separate  Financial Statement |
| Lease liabilities | 2,116,742.00 |  | 2,116,742.00 |
| Less Deferred interest expenses | (58,934.79) |  | (58,934.79) |
| Lease liabilities as at January 1, 2023 | 2,057,807.21 |  | 2,057,807.21 |
|  |  |  |  |
| **Increase (Decrease) for the period:** |  |  |  |
|  |  |  |  |
| Add lease liabilities increasing during the period | - |  | - |
| Less deferred interest expenses increasing during the period | - |  | - |
| Add interest expenses | 28,714.28 |  | 28,714.28 |
| Less payments | (614,538.00) |  | (614,538.00) |
| Lease liabilities as at September 30,2023 | 1,471,983.49 |  | 1,471,983.49 |
| Less Current portion | (795,779.71) |  | (795,779.71) |
| **Lease liabilities net of current portion** | 676,203.78 |  | 676,203.78 |

Lease expenses recognized in profit or loss for the nine-month period ended September 30, 2023 are as follow

|  |  |  |  |
| --- | --- | --- | --- |
|  | Baht | | |
|  | For the nine-month period ended September 30,2023 | | |
|  | Consolidated Financial Statement |  | Separate Financial Statement |
|  |  |  |  |
| Depreciation of the usage rights assets | 592,641.37 |  | 592,641.37 |
| Interest expenses from debt under lease agreement | 28,714.28 |  | 28,714.28 |
| Total | 621,355.65 |  | 621,355.65 |

As of September 30, 2023, and December 31, 2022 the Company and its subsidiaries are responsible for the debts as per the financial lease contracts, details of payments are shown below:

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | Baht | | | | | | | | | | |
|  |  | Consolidated Financial Statement / Separate Financial Statement | | | | | | | | | | |
|  |  | September 30, 2023 | | | | |  | December 31, 2022 | | | | |
|  |  |  |  | Deferred |  |  |  |  |  | Deferred |  |  |
|  |  | Total |  | Interest |  | Principal |  | Total |  | Interest |  | Principal |
| Due within 1 year |  | 819,384.00 |  | (23,604.29) |  | 795,779.71 |  | 819,384.00 |  | (36,199.53) |  | 783,184.47 |
| Due over one year |  | 682,820.00 |  | (6,616.22) |  | 676,203.78 |  | 1,297,358.00 |  | (22,735.26) |  | 1,274,622.74 |
| Total |  | 1,502,204.00 |  | (30,220.51) |  | 1,471,983.49 |  | 2,116,742.00 |  | (58,934.79) |  | 2,057,807.21 |

**20. EMPLOYEE BENEFITS OBLIGATION**

Movements in the present value of the provision under defined benefit obligation for the nine-month period ended September 30, 2023 and for the year ended December 31, 2022 were as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | For the nine-month period |  |  |  | For the nine-month period |  |  |
|  | Ended |  | For the year ended |  | ended |  | For the year ended |
|  | September 30,2023 |  | December 31,2022 |  | September 30,2023 |  | December 31,2022 |
| Employee benefits obligation as of |  |  |  |  |  |  |  |
| beginning of periods | 33,197,268.00 |  | 40,023,635.00 |  | 31,269,880.00 |  | 38,635,933.00 |
| Current service cost and interest cost | 2,058,937.00 |  | 2,379,397.00 |  | 1,897,051.00 |  | 2,127,564.00 |
| Gain (loss) from estimate of actuarial assumptions | - |  | 287,853.00 |  | 1,005,394.00 |  | - |
| Paid Benefits | - |  | (9,493,617.00) |  | - |  | (9,493,617.00) |
| Employee benefits obligation as of  ending of periods | 35,256,205.00 |  | 33,197,268.00 |  | 34,172,325.00 |  | 31,269,880.00 |

Expenses recognized in gain or loss for the nine-month periods ended September 30, 2023 and 2022 are as follow;

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | |
|  | For the nine-month period ended September 30 | | | | | | |
|  | Consolidated Financial Statement | | |  | Separate Financial Statement | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| Current service cost | 1,687,750.00 |  | 1,391,905.00 |  | 1,547,099.00 |  | 1,226,973.00 |
| Interest cost | 371,187.00 |  | 355,366.00 |  | 349,952.00 |  | 331,423.00 |
| Total | 2,058,937.00 |  | 1,747,271.00 |  | 1,897,051.00 |  | 1,558,396.00 |

The Company hires an actuary to compute this provision according to the accounting standard. The principle actuarial assumptions used to calculate the provision under the retirement benefit obligation as at September 30, 2023 and 2022 are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
|  | Consolidated Financial Statement /  Separate Financial Statement | | |
|  | 2023 |  | 2022 |
| Discount rate | 0.80 – 3.34% |  | 0.80 – 3.34% |
| Expected rate of salary increase | 0 – 5.00% |  | 0 – 5.00% |
| Voluntary resignation rate | 0 – 9.00% |  | 0 – 9.00% |
| Mortality rate | TMO 2017 |  | TMO 2017 |

Sensitivity analysis of significant actuarial assumptions

Significant actuarial assumptions for sensitivity analysis are discount rate, salary increase rate and mortality, while holding all other assumptions constant. The sensitivity analysis of change in the relevant actuarial assumption that was reasonably possible as of September 30, 2023 as follows:

- If the discount rate increases (decreases) by 1.0%, the employee benefit obligation would decrease Baht 1.25million (increase Baht 1.47 million).

- If the salary increase rate increases (decreases) by 1.0%, the employee benefit obligation would increase Baht 1.80 million (decrease Baht 1.58 million).

- If the life expectancy increases (decreases) by one year for all employees, the employee benefit obligation would increase Baht 0.06 million (decrease Baht 0.06 million).

In presenting the above sensitivity analysis, the present value of the employee benefit obligation has been calculated by using the same method that applied in calculating the employee benefit obligation recognized in the statement of financial position.

**21. SHARE CAPITAL**

Movement of the numberof ordinary shares, paid-up capital and premium (discount) of the ordinary share value of the Company are as the following;

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Particular | | No of shares | | |  | Amount | | |
| Registered ordinary share | | (Thousand shares) | | |  | (Thousand Baht) | | |
| January 1, 2021 | | 7,047,006 | | |  | 880,876 | | |
| April 8, 2021 increase during the year to accommodate exercise of warrant right | | 60,000 | | |  | 7,500 | | |
| June 11, 2021 increase during the year to accommodate right offering (new) | | 4,807,516 | | |  | 600,939 | | |
| April 27, 2022 increase during the year to accommodate stock dividend | | 1,184,280 | | |  | 148,035 | | |
| May 16, 2023 decrease during the year | | (24,967) | | |  | (3,121) | | |
| May 18, 2023 increase during the year to accommodate exercise of warrant right | | 83,000 | | |  | 10,375 | | |
| September 30, 2023 | | 13,156,835 | | |  | 1,644,604 | | |
|  | |  | | |  |  | | |
| Particular | No of shares | |  | Amount | | |  | Premium (discount) of share value | |
|  | (Thousand shares) | |  | (Thousand Baht) | | |  | (Thousand Baht) | |
| Issued and paid-up ordinary share |  | |  |  | | |  |  | |
| January 1, 2022 | 8,253,281 | |  | 1,031,660 | | |  | 669,983 | |
| January 10, 2022 shareholder exercise of warrant right | 135,151 | |  | 16,894 | | |  | 12,115 | |
| April 5, 2022 shareholder exercise of warrant right | 222 | |  | 28 | | |  | 103 | |
| May 20, 2022 paid stock dividend | 838,687 | |  | 104,836 | | |  | - | |
| May 27, 2022 shareholder exercise of warrant right | 87,868 | |  | 10,983 | | |  | 6,063 | |
| September 30, 2023 | 9,315,209 | |  | 1,164,401 | | |  | 688,264 | |

**22. WARRANTS**

As of September 30, 2023, the exercise of warrants during the period ended are as follows.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Quantity of | Ordinary shares issued |  | Date of registration |
|  | exercised | for exercised | Exercise price | with the Ministry of |
| Date of exercise | warrants | warrants | (Changed) | Commerce |
| September 30, 2023 | (Units) | (Shares) | (Baht) |  |
| BROOK-W6 | - | - | 0.577 | - |
| BROOK-W7 | - | - | 1.153 | - |
| Total | - | - |  |  |

As of September 30, 2023, the exercised warrants and unexercised warrants balance are as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | |  | | BROOK-W6 | | BROOK-W7 | |
| Allotted warrants | |  | | 2,731,152,084 | | 682,787,809 | |
| Less : Exercised and converted to ordinary | |  | |  | |  | |
| Shares as of September 30, 2023 | |  | | (729,534) | | (53) | |
| Balance of allotted warrants | |  | | 2,730,422,550 | | 682,787,756 | |
| Duration of the warrants | |  | | 3 years | | 5 years | |
| Exercise rate (units : share) | |  | | 1 : 1.126 | | 1 : 1.128 | |
| Exercise price to buy 1 ordinary share (Baht) | |  | | 0.577 baht | | 1.153 baht | |
| First exercise date | |  | | September 30, 2021 | | September 30, 2021 | |
| Last exercise date | |  | | July 12, 2024 | | July 12, 2026 | |

**23. RECONCILIATION OF DILUTED EARNINGS (LOSS) PER SHARE**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | Consolidated Financial Statement | | | | | | | | | | | | | | | | | | |
|  | | For the three-month periods ended September 30 | | | | | | | | | | | | | | | | | | |
|  | |  | | | | | |  | | Weighted average number | | | | |  |  | | | | |
|  | | Net earnings (loss) | | | | | |  | | of ordinary shares | | | | |  | Earnings (loss) per share | | | | |
|  | | (Thousand Baht) | | | | | |  | | (Thousand shares) | | | | |  | (Baht) | | | | |
|  | | 2023 | |  | | 2022 | |  | | 2023 | |  | | 2022 |  | 2023 |  | | 2022 | |
| **Basic earnings (loss) per share** | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| Net earnings (loss) | | (84,157) | |  | | 95,134 | |  | | 9,315,209 | |  | | 9,315,209 |  | (0.009) |  | | 0.010 | |
| **Effect of dilutive potential ordinary shares** | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| Warrants | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| (2022 : 3,413,210,306 units) | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| (2023 : 3,413,210,306 units) | |  | |  | |  | |  | | (2,343,982) | |  | | (1,154,226) |  |  |  | |  | |
| **Diluted earnings (loss) per share** | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| Net earnings (loss) of ordinary shareholders | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| (assuming conversion of potential ordinary- | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
| shares to ordinary shares) | | (84,157) | |  | | 95,134 | |  | | 6,971,227 | |  | | 8,160,983 |  | (0.012) |  | | 0.012 | |
|  | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
|  | |  | |  | |  | |  | |  | |  | |  |  |  |  | |  | |
|  | |  | | | | | | | | | | | | | | | | | | | | | |
|  | | Consolidated Financial Statement | | | | | | | | | | | | | | | | | | | | | |
|  | | For the nine-month periods ended September 30 | | | | | | | | | | | | | | | | | | | | | |
|  | |  | | | | | |  | | Weighted average number | | | | | |  |  | | | | | | |
|  | | Net earnings (loss) | | | | | |  | | of ordinary shares | | | | | |  | Earnings (loss) per share | | | | | | |
|  | | (Thousand Baht) | | | | | |  | | (Thousand shares) | | | | | |  | (Baht) | | | | | | |
|  | | 2023 | |  | | 2022 | |  | | 2023 | |  | | 2022 | |  | 2023 | |  | | 2022 | |
| **Basic earnings (loss) per share** | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| Net earnings (loss) | | (11,613) | |  | | (216,676) | |  | | 9,315,209 | |  | | 8,836,662 | |  | (0.001) | |  | | (0.025) | |
| **Effect of dilutive potential ordinary shares** | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| Warrants | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| (2022 : 3,413,210,306 units) | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| (2023 : 3,413,210,306 units) | |  | |  | |  | |  | | (2,075,349) | |  | | 426,086 | |  |  | |  | |  | |
| **Diluted earnings (loss) per share** | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| Net earnings (loss) of ordinary shareholders | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| (assuming conversion of potential ordinary- | |  | |  | |  | |  | |  | |  | |  | |  |  | |  | |  | |
| shares to ordinary shares) | | (11,613) | |  | | (216,676) | |  | | 7,239,860 | |  | | 9,262,748 | |  | (0.002) | |  | | (0.023) | |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | | | | |
|  | For the three-month periods ended September 30 | | | | | | | | | | |
|  |  | | |  | Weighted average number | | |  |  | | |
|  | Net earnings (loss) | | |  | of ordinary shares | | |  | Earnings (loss) per share | | |
|  | (Thousand Baht) | | |  | (Thousand shares) | | |  | (Baht) | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | 26,560 |  | 113,493 |  | 9,315,209 |  | 9,315,209 |  | 0.003 |  | 0.012 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2022 : 3,413,210,306 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2023 : 3,413,210,306 units) |  |  |  |  | (2,343,982) |  | (1,154,226) |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary- |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | 26,560 |  | 113,493 |  | 6,971,227 |  | 8,160,983 |  | 0.004 |  | 0.014 |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | | | | |
|  | For the nine-month periods ended September 30 | | | | | | | | | | |
|  |  | | |  | Weighted average number | | |  |  | | |
|  | Net earnings (loss) | | |  | of ordinary shares | | |  | Earnings (loss) per share | | |
|  | (Thousand Baht) | | |  | (Thousand shares) | | |  | (Baht) | | |
|  | 2023 |  | 2022 |  | 2023 |  | 2022 |  | 2023 |  | 2022 |
| **Basic earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) | 57,429 |  | 189,560 |  | 9,315,209 |  | 8,836,662 |  | 0.006 |  | 0.021 |
| **Effect of dilutive potential ordinary shares** |  |  |  |  |  |  |  |  |  |  |  |
| Warrants |  |  |  |  |  |  |  |  |  |  |  |
| (2022 : 3,413,210,306 units) |  |  |  |  |  |  |  |  |  |  |  |
| (2023 : 3,413,210,306 units) |  |  |  |  | (2,075,349) |  | 426,086 |  |  |  |  |
| **Diluted earnings (loss) per share** |  |  |  |  |  |  |  |  |  |  |  |
| Net earnings (loss) of ordinary shareholders |  |  |  |  |  |  |  |  |  |  |  |
| (assuming conversion of potential ordinary- |  |  |  |  |  |  |  |  |  |  |  |
| shares to ordinary shares) | 57,429 |  | 189,560 |  | 7,239,860 |  | 9,262,748 |  | 0.008 |  | 0.020 |

**24. DIVIDEND PAYMENT**

|  | Approval date | Payment schedule | Dividend rate per share |  | Amount |
| --- | --- | --- | --- | --- | --- |
|  |  |  | (Baht) |  | (in million Baht) |
| **2023** |  |  |  |  |  |
| Interim dividend | 10 August 2023 | 8 September 2023 | 0.005 |  | 46.58 |
|  |  |  |  |  |  |
| **2022** |  |  |  |  |  |
| Interim dividend | 15 August 2022 | 14 September 2022 | 0.005 |  | 46.58 |
| Annual dividend | 27 April 2023 | 25 May 2023 | 0.0075 |  | 69.86 |
|  |  |  |  |  |  |
| **2021** |  |  |  |  |  |
| Interim dividend | 16 August 2021 | 15 September 2021 | 0.015 |  | 123.42 |
| Annual dividend (Cash) | 27 April 2022 | 20 May 2022 | 0.005 |  | 41.93 |
| Annual dividend (Stock 10:1) | 27 April 2022 | 20 May 2022 | 0.0125 |  | 104.84 |

**25. EXPENSES BY NATURE**

The material expenses for the nine-month periods ended September 30, 2023 and 2022 are categorized by their natures as follows;

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | BAHT | | | | | | | | | | | | |
|  | Consolidated Financial Statement | | |  | | Separate Financial Statement | | | | | | | |
|  | 2023 |  | 2022 |  | | 2023 | |  | | | 2022 | | |
| Personnel expenses  (Excluded Management benefit expenses) | 20,445,537.95 |  | 19,352,717.03 | |  | | 19,407,691.65 | |  | | | 18,313,521.23 | | |
| Management remunerations  (Included in Cost of service and administrative expenses) | 49,689,158.63 |  | 39,661,561.00 | |  | | 48,831,128.63 | |  | | | 36,772,541.00 | | |
| Depreciation and amortization | 19,047,345.75 |  | 14,485,564.89 | |  | | 5,396,819.24 | |  | | | 4,711,188.53 | | |
| Consulting fee | 6,270,500.00 |  | 1,517,564.10 | |  | | 4,409,500.00 | |  | | | 1,507,564.10 | | |
| Advertising fee | 7,727,226.14 |  | 273,184.22 | |  | | 7,712,348.16 | |  | | | 272,249.66 | | |
| Foreign Business Information fees | 1,716,032.16 |  | 1,070,290.49 | |  | | 1,716,032.16 | | |  | | | 1,028,102.58 | |

**26. FINANCIAL INFORMATION BY SEGMENT OF BUSINESS**

The major operation of the Company is in Thailand and in a foreign country. The Company had classified its segment operation as follow;

**26.1 The results of operations by segment**

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | | | |
|  | For three-month periods ended September 30, 2023 and 2022 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 35,590 | 45,172 | - | 17 | 5 | 495 | (21,867) | (24,337) | 13,728 | 21,347 |
| Cost of sales and services | (7,113) | (6,927) | (9,486) | (10,406) | (5,324) | (3,029) | 5,616 | 5,545 | (16,307) | (14,817) |
| Gross earnings (loss) | 28,477 | 38,245 | (9,486) | (10,389) | (5,319) | (2,534) | (16,251) | (18,792) | (2,579) | 6,530 |
| Other income |  |  |  |  |  |  |  |  | 43,198 | 164,753 |
| Administrative expenses |  |  |  |  |  |  |  |  | (25,693) | (19,484) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |  |  |
| -of other current financial assets |  |  |  |  |  |  |  |  | (7,756) | (617) |
| Loss on sales of other current |  |  |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  |  |  | - | (10) |
| Loss from digital assets inventory - net |  |  |  |  |  |  |  |  | (9,902) | (4,030) |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | (65,019) | (7) |
| Financial costs |  |  |  |  |  |  |  |  | (2,977) | (2,809) |
| Income tax |  |  |  |  |  |  |  |  | (13,501) | (49,286) |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 72 | 94 |
| Net profit (loss) |  |  |  |  |  |  |  |  | (84,157) | 95,134 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | | | | |
|  | For nine-month periods ended September 30, 2023 and 2022 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Asset | | Eliminated | | Consolidated | | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 130,917 | 147,090 | 8,219 | 6,551 | 7 | 114,706 | (62,938) | (63,924) | 76,205 | 204,423 |
| Cost of sales and services | (23,087) | (20,540) | (25,104) | (36,211) | (13,951) | (8,731) | 15,973 | 12,246 | (46,169) | (53,236) |
| Gross earnings (loss) | 107,830 | 126,550 | (16,885) | (29,660) | (13,944) | 105,975 | (46,965) | (51,678) | 30,036 | 151,187 |
| Other income |  |  |  |  |  |  |  |  | 132,109 | 276,473 |
| Administrative expenses |  |  |  |  |  |  |  |  | (77,887) | (67,958) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |  |  |
| -of other current financial assets |  |  |  |  |  |  |  |  | (62,304) | (93,046) |
| Loss from digital assets inventory - net |  |  |  |  |  |  |  |  | (10,809) | - |
| Loss on reduced value of inventory |  |  |  |  |  |  |  |  | - | (425,149) |
| Financial costs |  |  |  |  |  |  |  |  | (8,196) | (8,042) |
| Income tax |  |  |  |  |  |  |  |  | (15,007) | (50,534) |
| Loss (gain) of non-controlling interest |  |  |  |  |  |  |  |  | 445 | 393 |
| Net profit (loss) |  |  |  |  |  |  |  |  | (11,613) | (216,676) |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For three-month periods ended September 30, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 31,581 | 36,809 | 4,550 | - | - | 494 | 36,131 | 37,303 |
| Cost of sales and services | (6,806) | (6,620) | (3,710) | (3,689) | (5,278) | (3,029) | (15,794) | (13,338) |
| Gross earnings (loss) | 24,775 | 30,189 | 840 | (3,689) | (5,278) | (2,535) | 20,337 | 23,965 |
| Other income |  |  |  |  |  |  | 41,994 | 158,125 |
| Administrative expenses |  |  |  |  |  |  | (20,263) | (13,377) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets |  |  |  |  |  |  | - | (2,290) |
| Loss on sales of other current |  |  |  |  |  |  |  |  |
| - financial assets |  |  |  |  |  |  | - | (10) |
| Loss from digital assets inventory - net |  |  |  |  |  |  | - | (8) |
| Loss on reduced value of inventory |  |  |  |  |  |  | (94) | (7) |
| Financial costs |  |  |  |  |  |  | (3,187) | (3,013) |
| Income tax |  |  |  |  |  |  | (12,227) | (49,892) |
| Net profit (loss) |  |  |  |  |  |  | 26,560 | 113,493 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Separate Financial Statement | | | | | | | |
|  | For nine-month periods ended September 30, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Separate | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 114,024 | 99,813 | 8,219 | 5,476 | 4 | 3,190 | 122,247 | 108,479 |
| Cost of sales and services | (22,165) | (19,613) | (11,119) | (11,156) | (13,905) | (8,726) | (47,189) | (39,495) |
| Gross earnings (loss) | 91,859 | 80,200 | (2,900) | (5,680) | (13,901) | (5,536) | 75,058 | 68,984 |
| Other income |  |  |  |  |  |  | 98,113 | 282,278 |
| Administrative expenses |  |  |  |  |  |  | (59,974) | (55,213) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| -of other current financial assets |  |  |  |  |  |  | (29,289) | (44,402) |
| Loss on reduced value of inventory |  |  |  |  |  |  | (17) | (80) |
| Financial costs |  |  |  |  |  |  | (8,778) | (8,647) |
| Income tax |  |  |  |  |  |  | (17,684) | (53,360) |
| Net profit (loss) |  |  |  |  |  |  | 57,429 | 189,560 |

The above results of operations by segment are presented in detail format by net profit as follow:

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | |
|  | For three-month periods ended September 30, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 13,723 | 20,835 | - | 17 | 5 | 495 | 13,728 | 21,347 |
| Cost of sales and services | (7,319) | (8,099) | (3,710) | (3,689) | (5,278) | (3,029) | (16,307) | (14,817) |
| Gross earnings (loss) | 6,404 | 12,736 | (3,710) | (3,672) | (5,273) | (2,534) | (2,579) | 6,530 |
| Other income | 4,378 | 32,373 | - | - | 38,820 | 132,380 | 43,198 | 164,753 |
| Administrative expenses | (23,743) | (17,971) | (237) | (168) | (1,713) | (1,345) | (25,693) | (19,484) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets | - | - | (7,756) | (617) | - | - | (7,756) | (617) |
| Loss on sales of other current |  |  |  |  |  |  |  |  |
| - financial assets | - | - | - | (10) | - | - | - | (10) |
| Loss from digital assets inventory - net | - | - | - | - | (9,902) | (4,030) | (9,902) | (4,030) |
| Loss on reduced value of inventory | - | - | - | - | (65,019) | (7) | (65,019) | (7) |
| Financial costs | (2,977) | (2,809) | - | - | - | - | (2,977) | (2,809) |
| Income tax | (8,022) | (31,804) | (5,479) | (17,482) | - | - | (13,501) | (49,286) |
| Loss(gain) of non-controlling interest | 72 | 94 | - | - | - | - | 72 | 94 |
| Net profit (loss) | (23,888) | (7,381) | (17,182) | (21,949) | (43,087) | 124,464 | (84,157) | 95,134 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | | |
|  | For nine-month periods ended September 30, 2023 and 2022 | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Consolidated | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Sales and services income | 67,979 | 83,166 | 8,219 | 6,551 | 7 | 114,706 | 76,205 | 204,423 |
| Cost of sales and services | (22,942) | (20,548) | (11,122) | (24,862) | (12,105) | (7,826) | (46,169) | (53,236) |
| Gross earnings (loss) | 45,037 | 62,618 | (2,903) | (18,311) | (12,098) | 106,880 | 30,036 | 151,187 |
| Other income | 10,177 | 59,203 | 1 | - | 121,931 | 217,270 | 132,109 | 276,473 |
| Administrative expenses | (72,151) | (57,388) | (913) | (1,804) | (4,823) | (8,766) | (77,887) | (67,958) |
| Unrealized loss from measurement- |  |  |  |  |  |  |  |  |
| - of other current financial assets | - | - | (62,304) | (93,046) | - | - | (62,304) | (93,046) |
| Loss from digital assets inventory - net | - | - | - | - | (10,809) | - | (10,809) | - |
| Loss on reduced value of inventory | - | - | - | - | - | (425,149) | - | (425,149) |
| Financial costs | (8,196) | (8,042) | - | - | - | - | (8,196) | (8,042) |
| Income tax | (24,703) | (26,526) | 9,696 | (24,008) | - | - | (15,007) | (50,534) |
| Loss(gain) of non-controlling interest | 445 | 393 | - | - | - | - | 445 | 393 |
| Net profit (loss) | (49,391) | 30,258 | (56,423) | (137,169) | 94,201 | (109,765) | (11,613) | (216,676) |

The results of operations by segment by geography are presented in detail format by net profit as follow;

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | | |
|  | For three-month periods ended September 30, 2023 and 2022 | | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | September 30 | December 31 | September 30 | September 30 | September 30 | September 30 |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Foreign country | 1,528,526 | 1,867,057 | 3,716 | 7,904 | (88,371) | 16,105 |
| Domestic | 1,413,751 | 1,250,212 | 926 | 3,324 | 4,214 | 79,029 |
| Total | 2,942,277 | 3,117,269 | 4,642 | 11,228 | (84,157) | 95,134 |

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | Consolidated Financial Statement | | | | | |
|  | For nine-month periods ended September 30, 2023 and 2022 | | | | | |
|  | Assets | | Service Income | | Net Profit (1) | |
|  | September 30 | December 31 | September 30 | September 30 | September 30 | September 30 |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Foreign country | 1,528,526 | 1,867,057 | 13,799 | 44,983 | 14,415 | (317,722) |
| Domestic | 1,413,751 | 1,250,212 | 27,080 | 7,362 | (26,028) | 101,046 |
| Total | 2,942,277 | 3,117,269 | 40,879 | 52,345 | (11,613) | (216,676) |

(1) Net income attributable to equity holders of parents of the period

**26.2 Assets by segment**

(Unit : Thousand Baht)

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | As at September 30, 2023 and December 31, 2022 | | | | | | | | | | |
|  | Business Consulting | | Investments | | Digital Assets | | Eliminated | | Consolidated | |
|  | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| Assets |  |  |  |  |  |  |  |  |  |  |
| Equipment | 11,507 | 13,164 | 192 | 279 | 31,811 | 46,206 | - | - | 43,510 | 59,649 |
| Unallocated equipment |  |  |  |  |  |  |  |  | 11,954 | 14,046 |
| Unallocated assets |  |  |  |  |  |  |  |  | 2,886,813 | 3,043,574 |
| Total assets |  |  |  |  |  |  |  |  | 2,942,277 | 3,117,269 |

**27. COMMITMENTS**

**27.1** As of September 30, 2023 the Company has commitment service which should be paid in the future as follow;

|  |  |  |
| --- | --- | --- |
| **The Brooker Group Public Company Limited** |  |  |
| **Total minimum payments** |  | **Amount**  **(Million Baht)** |
| Not over 1 year |  | 0.19 |
| Over 1 year but not over 5 years |  | - |
| Over 5 years |  | - |
| Total |  | 0.19 |

**27.2** Binswanger Brooker (Thailand) Limited, a Company's subsidiary, has entered into an agreement with a foreign company to establish an alliance to serve with real estate business in Thailand. In addition, the subsidiary is committed to contribute its revenue with the contractual party at 5% of its gross revenue and additional 1% of the gross revenue for transactions involved with multi-national company. The agreement has expired in 2022 and has been extended for a period expire August 31, 2024.

**28. FINANCIAL INSTRUMENTS**

**28.1**  **Financial risk management policies**

The Company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Company does not issue derivative financial instruments for speculative or trading purposes.

**28.2 Interest rate risk**

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company’s operations and its cash flows. Management believes that the interest rate risk is minimal. Hence, the Company and its subsidiary have no hedging agreement to protect against such risk.

**28.3 Foreign currency risk**

The Company is exposed to foreign currency risk relating to trading transactions which are denominated in foreign currencies. Management believes that there is no significant affect from the foreign currency risk. Because of the balance of foreign currency is due from transactions between foreign subsidiaries, which the Company is able to set a payment period corresponding to the fluctuation of exchange rate. Thus, the Company does not use derivative financial instruments to mitigate this risk.

**28.4 Credit risk**

Credit risk is the potential financial loss resulting from the failure of a customer or a counter party to settle its financial and contractual obligations to the Company as and when they fall due. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers. At the statement of financial position date there were no significant concentrations of credit risk. The credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, management does not anticipate material losses from its debt collection.

**28.5 Liquidity risk**

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company’s operations and to mitigate the effects of fluctuations in cash flows.

**28.6 Financial instruments carried at fair value**

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Consolidated financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **September 30, 2023** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Short term investment : |  |  |  |  |  |  |  |  |  |
| Trading Securities | 444,589 |  | 138,849 |  | - |  | - |  | 138,849 |
| Investments Fund : Fund | 382,499 |  | 630,224 |  | - |  | - |  | 630,224 |

|  | Thousand Baht | | | | | | | | |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Separate financial statements** | | | | | | | | |
|  | Cost |  | Fair value | | | | | | |
|  |  |  | Level 1 |  | Level 2 |  | Level 3 |  | Total |
| **September 30, 2023** |  |  |  |  |  |  |  |  |  |
| ***Current*** |  |  |  |  |  |  |  |  |  |
| Trading Securities | 383,840 |  | 106,715 |  | - |  | - |  | 106,715 |

The fair value of the Group’s current investments were determined to be Level 1 under the fair value hierarchy as such current investments have a published price quotation in an active market.

**29. EVENTS AFTER THE REPORTING PERIOD**

The Board of Directors’ Meeting of The Brooker Group Public Company Limited (the “Company”) No. 5/2023 dated 10 August 2023 has approved the Company to enter into asset acquisition transaction. The transaction is an investment in Wave BCG Co., Ltd. (“Wave BCG”), a subsidiary company of WAVE Exponential Public Company Limited (“WAVE”) by purchasing ordinary shares of Wave BCG from WAVE at the amount of 1,300,000 shares at the purchase price 62.40 Baht per share (with a par value of 100 Baht per share) in the total of 81,120,000 Baht. Such investment will allow the Company to hold shares in Wave BCG for 26.00% of the total paid‐up and issued shares of Wave BCG. The Board of Directors designated the Company’s Investment Committee or the person(s) designated by the Company’s Investment Committee to consider details in relation to the aforementioned investment. Recently, on 5 October 2023, the Company entered into Wave BCG Share Sale and Purchase Agreement by having signatories commit following details above.

**30. APPROVAL OF THE FINANCIAL STATEMENT**

The interim financial statements have been approved by the Company’s board of directors on November 10, 2023.